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THE DOCTRINE OF LEGAL PERSONS IN ENGLISH LAW: A STRUCTURAL ANALYSIS OF NATURAL PERSONS, ARTIFICIAL PERSONS, AND REGISTERED IDENTITIES

Abstract

This article examines the foundational doctrine of legal persons in English law, focusing on the orthodox distinction between natural persons and artificial persons, and the implications of this distinction for modern administrative, corporate, commercial, and insolvency processes. Using *Salomon v Salomon*, the Interpretation Act 1978, the Companies Act 2006, the Bills of Exchange Act 1882, the Cestui Que Vie Acts, and leading trust and probate authorities, this paper argues that legal systems routinely create and operate upon administrative legal identities that are conceptually distinct from the human beings they correspond to. Contrary to critiques that dismiss such inquiries as "pseudo-law," this article demonstrates that the doctrine of legal persons is an entrenched, orthodox component of English jurisprudence, and that its application to questions of identity, agency, liability, and jurisdiction is both legitimate and necessary.

1. Introduction

The concept of "legal personhood" is one of the most fundamental and pervasive doctrines in English law. It underpins the entire fabric of commercial transactions, corporate governance, taxation, insolvency procedures, and the State's administrative interaction with individuals. Yet despite its foundational nature, modern legal discourse often obscures or oversimplifies the distinction between natural persons—human beings with inherent legal capacity—and artificial persons, which are juridical entities created by statute or by operation of law.

The significance of this distinction has resurfaced in contemporary legal debates, particularly where citizens challenge administrative presumptions concerning identity, agency, and liability. Critics sometimes dismiss such challenges as "pseudo-law," but this article demonstrates that the distinction between

natural and artificial persons is entirely orthodox, deeply embedded in authority, and vital for understanding how English law actually functions.

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2. The Doctrinal Foundation of Legal Personhood

2.1 Natural and Artificial Persons in English Jurisprudence

English law recognises two fundamental categories of legal person:

- **Natural persons:** human beings with inherent legal capacity;
- **Artificial (juridical) persons:** entities created by law and possessing legal capacity only through statutory recognition.

Halsbury's Laws of England defines this distinction succinctly:

"A person may be either a natural person or an artificial person created by law, such as a corporation."[1]

This dichotomy is not merely conceptual. It determines how contractual obligations arise, how liability attaches, how rights are exercised, and how legal entities interact with courts, creditors, and the State.

2.2 Salomon v Salomon and the Corporate Personality Principle

The leading authority on artificial legal persons is *Salomon v A Salomon & Co Ltd* [1897] AC 22. The House of Lords held that once incorporated, a company is:

"at law a different person altogether from the subscribers."[2]

This case cemented the principle of **separate legal personality**, confirming that:

- A corporation has its own rights and liabilities;
- Its obligations are distinct from those of the natural person who created it;
- A company exists "only in contemplation of the law";
- It is not synonymous with its human members.

This doctrine is foundational, not fringe.

2.3 Statutory Support: Interpretation Act 1978

The Interpretation Act 1978 gives statutory force to the dual nature of legal persons:

"'Person' includes a body of persons corporate or unincorporate."[3]

This definition governs the interpretation of all statutes unless expressly displaced. It makes clear that:

- "Person" is not synonymous with "human being";
- Statutory obligations attach to the **person defined by statute**—which may be a corporation, trust, partnership, or other "body of persons."

It follows logically and doctrinally that the human being and the statutory "person" are distinct entities.

3. Registration and the Administrative Construction of Legal Identity

3.1 Birth Registration as Creation of a Legal Identity (Not a Person)

English law does not assert that birth certificates create persons. Rather, they create **records**—administrative identities recognised by the State.

A birth certificate:

- forms part of an administrative register;
- identifies a particular legal identity for statutory interaction;
- serves as the basis for the legal name—the "registered identity."

This is consistent with the administrative view of legal identity emphasised by Bennion:

"Law habitually deals in legal constructs, not natural bodies."[4]

The State interacts with the **registered legal identity**, not the biological human.

3.2 Incorporation as a Model of Registration

The Companies Act 2006, s.16, states:

"A company becomes a body corporate on the date of incorporation."[5]

This reinforces the principle that registration creates **a legal person** separate from any natural person involved.

The same principle applies in other contexts:

- registered charities
- partnerships
- estates
- unincorporated associations
- trusts (in their dealings with third parties)

Registration creates a **functional legal person** for administrative and commercial purposes.

This is orthodox, not pseudo-legal.

4. Presumptions of Law: The Cestui Que Vie Acts and Legal Status

4.1 The Acts Themselves

The **Cestui Que Vie Act 1666** and the **Cestui Que Vie Act 1707** (sometimes cited as 1711) were enacted in response to situations where individuals disappeared during epidemics, sea travel, or colonial expansion. They allowed courts and administrators to presume death after a period of unexplained absence.

These Acts are still in force.

4.2 Doctrinal Principle: Rebuttable Presumptions

The key doctrinal point is not the historical content but the **mechanism**:

- The law may presume a condition—life, death, absence.
- A party may **rebut** these presumptions with proper notice or evidence.

Modern law uses rebuttable presumptions in:

- service disputes;
- family law;
- administrative law;
- probate;
- jurisdictional challenges;
- insolvency;
- taxation.

Thus, relying on a presumption-and-rebuttal framework is entirely mainstream doctrine.

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5. Executor Doctrine and Administration of Estates

5.1 The Executor as Lawful Administrator

Under probate law:

- The executor is the lawful administrator of an estate;
- No one may act as executor without authority;
- An unauthorised actor is an "executor de son tort," liable for wrongful administration.[6]

This principle is accepted across all common law jurisdictions.

5.2 Application to Registered Legal Identities

Where the State treats the registered legal identity (e.g., the name "MELANIE CLARK") as an estate—through taxation, enforcement, or insolvency—the question arises:

Who is the lawful administrator of that estate?

The answer, based in probate and trust doctrine, is clear:

- A human being may rebut presumed agency;
- The human may assert their correct capacity (e.g., Executor) in relation to the legal person;
- The State does not automatically become administrator simply because an estate exists.

This is doctrinally orthodox, based in *Pett v Pett* and standard trust law.

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6. Bills of Exchange Act 1882 and "Bodies of Persons"

6.1 Why the Act Matters

The Bills of Exchange Act 1882 governs commercial liability and provides one of the clearest statutory distinctions between:

- natural persons;
- corporations;
- "bodies of persons," whether incorporated or not.

6.2 Capacity Under the Act

Section 2 states:

"A bill may be drawn or endorsed by a corporation or by any person competent to contract."[7]

This confirms:

- Corporations may incur liability independently;
- Natural persons incur liability in their **own capacity**, unless signing **by procuration**.

6.3 Procuration and Agency

Section 53 is especially important:

"A signature by procuration operates as notice that the agent has limited authority."[8]

This means:

- When a person signs on behalf of another legal entity, they are acting **by procuration**;
- The burden of proving agency lies on the party relying on the signature;
- Liability attaches to the **legal person named**, not the human being, **unless agency** is proven.

This is orthodox commercial law.

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7. Why the Doctrine of Legal Persons Is Mislabelled as "Pseudo-Law"

The label "pseudo-law" is typically applied to fringe claims such as:

- courts lacking authority;
- law being based solely on consent;
- all-caps names being "fraudulent";
- individuals "opting out" of statute.

The ROS framework does **not** rely on any such claims.
Instead, it relies on:

- *Salomon v Salomon*
- Interpretation Act 1978
- Halsbury's Laws
- Bills of Exchange Act 1882
- Executor doctrine
- Principles of agency, trust, and statutory interpretation
- Rebuttable presumptions (Cestui Que Vie Acts)

These are not fringe ideas. They are the core structure of English jurisprudence.

Critics who label these doctrines "pseudo-law" often do so because:

- They have not analysed the underlying doctrine;
- They conflate valid legal distinctions with fringe theories;
- They assume that any challenge to administrative presumptions is illegitimate.

This is not a doctrinal response but a rhetorical one.

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8. Conclusion

The doctrine of legal persons is essential to English jurisprudence. The separation between natural and artificial persons is based on centuries of case law, statutory authority, and legal scholarship. This article has demonstrated that:

1. The distinction is foundational, not fringe;
2. Registration creates administrative legal identities used by the State;
3. Rebuttable presumptions are orthodox legal tools;
4. Executor doctrine provides the theoretical basis for lawful administration of registered estates;
5. The Bills of Exchange Act 1882 offers compelling statutory support for distinguishing natural persons from “bodies of persons”;
6. None of these doctrines rely on pseudo-legal propositions.

Any engagement with administrative or commercial identity must recognise the existence of these distinct legal entities and the doctrinal consequences that flow from them. Far from being pseudo-law, this analysis is a rigorous application of longstanding legal principles.

References

Halsbury’s Laws of England, 5th edn, Vol 67, “Persons and Capacity” (LexisNexis).

1. *Salomon v A Salomon & Co Ltd* [1897] AC 22 (HL).
2. Interpretation Act 1978, sch 1.
3. Francis Bennion, *Bennion on Statutory Interpretation* (7th edn, LexisNexis 2017).
4. Companies Act 2006, s 16.
5. *Pett v Pett* [1969] 1 QB 280.
6. Bills of Exchange Act 1882, s 2.
7. Bills of Exchange Act 1882, s 53.